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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

## OMB APPROVAL

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FORM X-17A-5  
PART III

## SEC FILE NUMBER

8- 53360

## FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 ThereunderREPORT FOR THE PERIOD BEGINNING 01/01/2007 AND ENDING 12/31/07  
MM/DD/YY MM/DD/YY

## A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Rockport Venture Securities, LLC

## OFFICIAL USE ONLY

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

## FIRM I.D. NO.

275 Cabot Street, Suite 10

(No. and Street)

Beverly

MA

01915

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Thomas Bassinger

(978) 969-3500

PROCESSED

## B. ACCOUNTANT IDENTIFICATION

MAR 20 2008

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

Tonneson &amp; Company CPAs PC

THOMSON  
FINANCIAL

(Name - if individual, state last, first, middle name)

401 Edgewater Place, Suite 300 Wakefield

MA

01880

(Address)

(City)

(State)

(Zip Code)

## CHECK ONE:

☒ Certified Public Accountant☐ Public Accountant☐ Accountant not resident in United States or any of its possessions.SEC  
Mail Processing  
Section

FEB 29 2008

Washington, DC  
104

## FOR OFFICIAL USE ONLY

\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

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3/10

## OATH OR AFFIRMATION

I, Thomas Bassinger, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Rockport Venture Securities, LLC, as of December 31, 2007, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

DB  
Signature

Manager  
Title

Marie A. Doucette  
Notary Public



**MARIE A. DOUCETTE**  
NOTARY PUBLIC  
COMMONWEALTH of MASSACHUSETTS  
MY COMMISSION EXPIRES  
MARCH 10, 2011

This report \*\* contains (check all applicable boxes):

- ☒ (a) Facing Page.
- ☒ (b) Statement of Financial Condition.
- ☒ (c) Statement of Income (Loss).
- ☒ (d) Statement of Changes in Financial Condition.
- ☒ (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- ☐ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- ☒ (g) Computation of Net Capital.
- ☐ (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- ☒ (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- ☒ (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- ☐ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- ☒ (l) An Oath or Affirmation.
- ☐ (m) A copy of the SIPC Supplemental Report.
- ☐ (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

**\*\*For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).**

**ROCKPORT VENTURE SECURITIES, LLC**

**FINANCIAL STATEMENTS  
YEARS ENDED DECEMBER 31, 2007 AND 2006**

# **ROCKPORT VENTURE SECURITIES, LLC**

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# TONNESON & COMPANY CPAs PC

*Certified Public Accountants and Business Consultants*

## INDEPENDENT AUDITORS' REPORT

Member  
Rockport Venture Securities, LLC  
Beverly, Massachusetts

We have audited the accompanying balance sheets of Rockport Venture Securities, LLC as of December 31, 2007 and 2006 and the related statements of income, changes in member's capital and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with U.S. generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects the financial position of Rockport Venture Securities, LLC as of December 31, 2007 and 2006, and the results of its operations and cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

*Tonneson & Company CPAs PC*  
Tonneson & Company CPAs PC

February 19, 2008

**ROCKPORT VENTURE SECURITIES, LLC**

**BALANCE SHEETS**

**DECEMBER 31, 2007 AND 2006**

**ASSETS**

	<b><u>2007</u></b>	<b><u>2006</u></b>
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 1,181,088	\$ 797,996
Accounts receivable	-	156,400
	<u>                    </u>	<u>                    </u>
Total current assets	<u>1,181,088</u>	<u>954,396</u>
<b>PROPERTY AND EQUIPMENT, AT COST:</b>		
Computer equipment	11,256	-
Less accumulated depreciation	<u>(572)</u>	<u>-</u>
	<u>                    </u>	<u>                    </u>
Property and equipment, net	<u>10,684</u>	<u>-</u>
<b>TOTAL ASSETS</b>	<b>\$ <u>1,191,772</u></b>	<b>\$ <u>954,396</u></b>

**LIABILITIES AND MEMBER'S CAPITAL**

<b>CURRENT LIABILITIES:</b>		
Accrued expenses	\$ <u>1,600</u>	\$ <u>45,474</u>
<b>TOTAL LIABILITIES</b>	<u>1,600</u>	<u>45,474</u>
<b>MEMBER'S CAPITAL</b>	<u>1,190,172</u>	<u>908,922</u>
<b>TOTAL LIABILITIES AND MEMBER'S CAPITAL</b>	<b>\$ <u>1,191,772</u></b>	<b>\$ <u>954,396</u></b>

See Notes to Financial Statements.

**ROCKPORT VENTURE SECURITIES, LLC**  
**STATEMENTS OF INCOME**  
**YEARS ENDED DECEMBER 31, 2007 AND 2006**

	<u>2007</u>	<u>2006</u>
<b>REVENUES:</b>		
Fee income	\$ 2,325,632	\$ 1,356,601
<b>EXPENSES:</b>		
Selling, general and administrative expenses	<u>1,658,195</u>	<u>1,238,467</u>
<b>INCOME FROM OPERATIONS</b>	<u>667,437</u>	<u>118,134</u>
<b>OTHER INCOME:</b>		
Gain on sale of marketable securities	-	808,108
Interest income	<u>22,734</u>	<u>14,780</u>
Total other income	<u>22,734</u>	<u>822,888</u>
<b>NET INCOME</b>	<u>\$ 690,171</u>	<u>\$ 941,022</u>

See Notes to Financial Statements.

**ROCKPORT VENTURE SECURITIES, LLC**  
**STATEMENTS OF CHANGES IN MEMBER'S CAPITAL**  
**YEARS ENDED DECEMBER 31, 2007 AND 2006**

BALANCE AT JANUARY 1, 2006	\$	838,206
Net income		941,022
Distributions		<u>(870,306)</u>
BALANCE AT DECEMBER 31, 2006	\$	908,922
Net income		690,171
Distributions		<u>(408,921)</u>
BALANCE AT DECEMBER 31, 2007	\$	<u><u>1,190,172</u></u>

See Notes to Financial Statements.



**ROCKPORT VENTURE SECURITIES, LLC**

**STATEMENTS OF CASH FLOWS**

**YEARS ENDED DECEMBER 31, 2007 AND 2006**

**INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS**

	<b><u>2007</u></b>	<b><u>2006</u></b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 690,171	\$ 941,022
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	572	-
Gain on sale of marketable securities	-	(808,108)
Changes in certain assets and liabilities:		
Accounts receivable	156,400	(144,415)
Prepaid expenses	-	4,750
Accrued expenses	(43,874)	45,474
Net cash provided by operating activities	<u>803,269</u>	<u>38,723</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase of property and equipment	(11,256)	-
Proceeds from sale of marketable securities	<u>-</u>	<u>884,301</u>
Net cash provided by investing activities	<u>(11,256)</u>	<u>884,301</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Distributions to member	<u>(408,921)</u>	<u>(870,306)</u>
Net cash used in financing activities	<u>(408,921)</u>	<u>(870,306)</u>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>383,092</b>	<b>52,718</b>
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR</b>	<b><u>797,996</u></b>	<b><u>745,278</u></b>
<b>CASH AND CASH EQUIVALENTS, END OF YEAR</b>	<b>\$ <u>1,181,088</u></b>	<b>\$ <u>797,996</u></b>

See Notes to Financial Statements.

# **ROCKPORT VENTURE SECURITIES, LLC**

## **NOTES TO FINANCIAL STATEMENTS**

### **YEARS ENDED DECEMBER 31, 2007 AND 2006**

#### **Note 1 - Summary of Significant Accounting Policies**

**Nature of Operations** - The Company was organized on May 18, 2001 and commenced active operations on November 6, 2001. Its principal business activity is to provide private placement services for companies located throughout the United States and Europe. The Company is a wholly owned subsidiary of Rockport Venture Partners, LLC.

**Estimates** - Management uses estimates and assumptions in preparing these financial statements in accordance with U.S. generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could vary from the estimates that were used.

**Cash Equivalents** - Cash equivalents consist of highly liquid investments with original maturities of 90 days or less. Cash equivalents are carried at cost which approximates market.

**Marketable Securities** - The Company accounts for marketable securities under Statement of Financial Accounting Standard No. 115 "*Accounting for Certain Investments in Debt and Equity Securities*" (SFAS 115), which requires that investments in certain debt and equity securities be designated as trading, available-for-sale, or held-to-maturity. Trading securities are reported at fair value with changes in fair value included in earnings. Available-for-sale securities are reported at fair value, with net unrealized gains and losses reported as a separate component of stockholders' equity. Held-to-maturity debt securities are reported at unamortized cost.

**Property and Equipment** - Property and equipment are recorded at cost. Depreciation is computed using primarily the straight-line method calculated to amortize the cost of the assets over their estimated useful lives. Costs of maintenance and repairs are charges to expenses while costs of significant renewals and betterments are capitalized.

**Revenue Recognition** - Placement fees are recognized on a trade date basis.

**Advertising Costs** - The Company expenses the costs of advertising as incurred.

**Income Taxes** - The Company does not pay federal and state income taxes on its taxable income. Instead, the members are liable for individual federal and state income taxes on their proportionate share of the Company's taxable income.

**Concentration of Credit Risk** - Financial instruments which potentially subject the Company to concentration of credit risk consist principally of temporary cash investments and accounts receivable. The Company places its temporary cash investments and marketable securities with high credit financial institutions. However, a portion of temporary cash investments may exceed FDIC insured levels from time to time. Credit is extended at regular terms without collateral after the company performs appropriate credit investigations.

**ROCKPORT VENTURE SECURITIES, LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
**YEARS ENDED DECEMBER 31, 2007 AND 2006**

**Note 2 - Net Capital Requirement**

As a broker-dealer, the Company is subject to the net capital provisions of Rule 15c3-1 of the Securities and Exchange Commission (the Uniform Net Capital Rule). The Company computes its net capital under the aggregate indebtedness method which requires the Company to maintain minimum net capital, as defined, equal to the greater of 6-2/3% of aggregate indebtedness, as defined, or \$5,000. At December 31, 2007, the Company had net capital of \$1,179,488, which was in excess of its requirement of \$5,000 by \$1,174,488. At December 31, 2006, the Company had net capital of \$752,522, which was in excess of its requirement of \$5,000 by \$747,522.

**Note 3 - Warrants**

In connection with certain private placement services rendered, the Company received warrants to purchase common stock in non-marketable securities of certain privately held companies. The Company has determined that its investment in warrants are derivatives accounted for under SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*, and accordingly, has recorded the warrants at fair value as of December 31, 2007 and 2006. The Company has estimated the value of the warrants to be worthless as of December 31, 2007 and 2006.

**Note 4 - Retirement Plan**

The Company sponsors a Simplified Employee Pension (SEP) Plan. Employer contributions to the plan are at the Company's discretion. Contributions to the plan during the years ended December 31, 2007 and 2006 amounted to \$60,000 and \$20,000, respectively.

# TONNESON & COMPANY CPAs PC

*Certified Public Accountants and Business Consultants*

## INDEPENDENT AUDITORS' REPORT ON ACCOMPANYING INFORMATION REQUIRED BY SEC RULE 17a-5

Member  
Rockport Venture Securities, LLC  
Beverly, Massachusetts

We have audited the financial statements of Rockport Venture Securities, LLC as of December 31, 2007 and for the year then ended and have issued our report thereon dated February 19, 2008. Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained on pages 9 and 10 is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by Rule 17a-5 of the Securities and Exchange Commission. Such information has been subjected to the auditing procedures applied in our audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

*Tonneson & Company CPAs PC*  
Tonneson & Company CPAs PC

Wakefield Massachusetts  
February 19, 2008

# ROCKPORT VENTURE SECURITIES, LLC

## COMPUTATION OF NET CAPITAL UNDER SEC RULE 15c3-1 OF THE SECURITIES AND EXCHANGE COMMISSION

DECEMBER 31, 2007

### NET CAPITAL

Member's equity at December 31, 2007	\$	1,190,172
Add:		
A. Liabilities subordinated to claims of general creditors allowable in computation of net capital		-
B. Other (deductions) or allowable credits		-
Total capital and allowable subordinated liabilities		<u>1,190,172</u>
Deductions and/or charges:		
A. Non-allowable assets		<u>10,684</u>
Haircuts on securities:		
C. Trading and investment securities - exempted securities		-
Net capital	\$	<u>1,179,488</u>

### AGGREGATE INDEBTEDNESS

Items included in the accompanying balance sheet		
Accounts payable and accrued expenses	\$	<u>1,600</u>
Total aggregate indebtedness	\$	<u>1,600</u>

### COMPUTATION OF BASIC NET CAPITAL REQUIREMENT

1. Minimum net capital requirement (6-2/3% of aggregate indebtedness of \$5,000)	\$	<u>106</u>
2. Minimum net capital requirement of the Company	\$	<u>5,000</u>
3. Net capital requirement (greater of 1 or 2 above)	\$	<u>5,000</u>
4. Excess net capital	\$	<u>1,174,488</u>
5. Excess net capital at 1000%	\$	<u>1,179,328</u>
6. Ratio of aggregate indebtedness to net capital		<u>.001 to 1</u>

### RECONCILIATION WITH COMPANY'S COMPUTATION

The following is a reconciliation of net capital between this computation and the corresponding computation prepared by the Company for inclusion in its Unaudited Part II Focus Report, As Amended as of December 31, 2007:

Net capital, as reported in the Company's Part II- A (Unaudited) FOCUS Report	\$	1,179,488
Net audit adjustments		-
Net capital	\$	<u>1,179,488</u>

See Independent Auditors' Report on Accompanying Information.

**ROCKPORT VENTURE SECURITIES, LLC**

**STATEMENT REGARDING RULE 15c3-3 OF THE  
SECURITIES AND EXCHANGE COMMISSION**

**DECEMBER 31, 2007**

The Company claims exemption from Rule 15c3-3 of the Securities and Exchange Commission under paragraph (k) (2) (i) of that rule. During the year ended December 31, 2007, the Company was in compliance with the conditions of the exemption.

See Independent Auditors' Report on Accompanying Information.

# TONNESON & COMPANY CPAs PC

*Certified Public Accountants and Business Consultants*

## **INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL STRUCTURE REQUIRED BY SEC RULE 17a-5**

Member  
Rockport Venture Securities, LLC  
Beverly, Massachusetts

In planning and performing our audit of the financial statements of Rockport Venture Securities, LLC (the "Company") as of December 31, 2007 and for the year then ended, we considered its internal control structure in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on the internal control structure.

Also, as required by rule 17a-5(g)(1) of the Securities and Exchange Commission ("Commission"), we have made a study of the practices and procedures (including tests of compliance with such practices and procedures) followed by the Company that we considered relevant to the objectives stated in Rule 17a-5(g); (1) in making the periodic computations of aggregate indebtedness and net capital under rule 17a-3(a)(11) and the procedures for determining compliance with the exemptive provisions of rule 15c3-3. We did not review the practices and procedures followed by the Company, (1) in complying with the requirements for prompt payment for securities under Section 8 of Regulation T of the Board of Governors of the Federal Reserve System; or (2) in making the quarterly securities examinations, counts, verifications and comparisons, and the recordation of differences required by Rule 17a-13, because the Company does not carry security accounts for customers or perform custodial functions relating to customer securities.

The management of the Company is responsible for establishing and maintaining an internal control structure and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of internal control structure policies and procedures and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the Commission's above-mentioned objectives. Two of the objectives of an internal control structure and the practices and procedures are to provide management with reasonable, but not absolute, assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in conformity with U.S. generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in any internal control structure or the practices and procedures referred to above, errors or irregularities may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

Our consideration of the internal control structure would not necessarily disclose all matters in the internal control structure that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control structure elements does not reduce to a relatively low level the risk that errors or irregularities in amounts that would be material in relation to the financial statements being audited may occur and not be detected timely by employees in the normal course of performing their assigned functions. However, we noted no matters involved in the internal control structure, including procedures for safeguarding securities that we consider to be material weaknesses as defined above. The Company was in compliance with the exemptive provisions of Rule 15c3-3 as of December 31, 2007 and no facts came to our attention indicating that such conditions had not been complied with during the year then ended.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the Commission to be adequate for its purpose in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and our study, we believe that the Company's practices and procedures were adequate at December 31, 2007 to meet the Commission's objectives.

This report is intended solely for the information and use of management, the Securities and Exchange Commission, the National Association of Securities Dealers, Inc. and other regulatory agencies which rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 and should not be used for any other purpose.

*Tonneson & Company CPAs PC*  
Tonneson & Company CPAs PC

Wakefield, Massachusetts  
February 19, 2008

END